



INTERNATIONAL ENTERTAINMENT CORPORATION

國際娛樂有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01009)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
ordinary share(s) (the “Share(s)”) of HK\$0.01 each in the share capital of International Entertainment Corporation (the “Company”), **HEREBY APPOINT** the chairman of the meeting or _____
of _____
to act as my/our proxy ^(note 3), to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the “EGM”) to be held on Thursday, 26 February 2026 at 11:00 a.m. at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong or at any adjournment thereof and to vote on my/our behalf in respect of the resolutions as directed below or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other business that may be properly proposed before the EGM.

Capitalised terms used in this form of proxy shall have the same meaning as those defined in the notice of the EGM dated 9 February 2026 unless the context requires otherwise.

Please put a tick in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS ^(note 5)		FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder (including the issue of the Convertible Notes), to grant a specific mandate to the Directors for the allotment and issue of the Conversion Shares, and to authorise any one Director to do all such acts and things to carry out or give effect to the Subscription Agreement and the transactions contemplated thereunder.		
2.	To approve the Special Deal (being the early repayment of the promissory notes by using part of the proceeds raised from the issue of the Convertible Notes), subject to the consent of the Executive of the Securities and Futures Commission or his/her delegates pursuant to Rule 25 of the Takeovers Code.		
3.	To approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder.		
SPECIAL RESOLUTION ^(note 5)		FOR ^(note 4)	AGAINST ^(note 4)
4.	To approve the Whitewash Waiver granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code, and to authorise any one Director to do all such acts and things to carry out or give effect to any matters relating to or in connection with the Whitewash Waiver.		

Signature ^(note 6) _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The description of each resolution herein is by way of summary only. The full text of the resolutions is set out in the notice of the EGM.
- Resolutions numbered 2, 3 and 4 will be voted on by the independent shareholders of the Company (the “Independent Shareholders”). The Independent Shareholders are the Company’s shareholders (the “Shareholders”) other than (i) the Subscriber, its associates, and any parties acting in concert with it; (ii) the PN Holder and (iii) all other Shareholders who are involved in or interested in the Subscription, the Whitewash Waiver and/or the Special Deal.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- The instrument appointing a proxy shall be in such form as the board of directors of the Company (the “Board”) may determine and in the absence of such determination, shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
- The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting at the meeting convened or any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall for the purposes of the articles of association of the Company be deemed joint holders thereof.
- If tropical cyclone warning signal no. 8 or above is hoisted, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on Thursday, 26 February 2026, the EGM will not be held on that day but will automatically be postponed and, by virtue of this notice, be held at the same time and place on Friday, 27 February 2026. Shareholders may call the Company at (852) 2869 8117 during business hours from 9:00 a.m. to 6:00 p.m. from Monday to Friday, excluding public holidays, for details of the alternative meeting arrangements.